

11/3/13
KATHY HILL
SKAGIT COUNTY AUDITOR

97 OCT 29 AM 55

RETURN TO:

BURLINGTON Hill Business Park HOA
669-A SUNSET PARK DRIVE
SEASIDE-WALLA WA 99284

RECORDED _____ FILED _____
REQUEST IF _____

9710290034

DOCUMENT TITLE(S) (or transactions contained herein):

By-Laws Burlington Hill Business Park Owners Association

REFERENCE NUMBER(S) OF DOCUMENTS ASSIGNED OR RELEASED:

|| ADDITIONAL REFERENCE NUMBERS ON PAGE _____
OF DOCUMENT.

GRANTOR(S) (Last name, first name and initials):

1. Burlington Hill Business Park Home Owners Association
2. DANIEL R MARLOW
3. ALLEN D. BROWN
4. MARGARET S. FLECK

|| ADDITIONAL NAMES ON PAGE _____ OF DOCUMENT.

GRANTEE(S) (Last name, first name and initials):

1. Burlington Hill Business Park Owners
2. PUBLIC
- 3.
- 4.

|| ADDITIONAL NAMES ON PAGE _____ OF DOCUMENT.

LEGAL DESCRIPTION (Abbreviated: i.e., lot, block, plat or quarter, quarter, section, township and range):

|| ADDITIONAL LEGAL(S) ON PAGE _____ OF DOCUMENT.

ASSESSOR'S PARCEL/TAX I.D. NUMBER: _____

|| TAX PARCEL NUMBER(S) FOR ADDITIONAL LEGAL(S) ON PAGE _____ OF DOCUMENT.

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BY-LAWS
OF
BURLINGTON HILL BUSINESS PARK OWNERS' ASSOCIATION

ARTICLE I - OFFICES

1.1 REGISTERED OFFICE AND REGISTERED AGENT. The registered office of the Association shall be located in the State of Washington, at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.

1.2 OTHER OFFICES. The Association may have other offices within or outside the State of Washington at such place as the Board of Directors may from time to time determine.

ARTICLE II - MEMBERS' MEETINGS

2.1 ANNUAL MEETING. The annual meeting of the members of the Association shall be held at such place and at such time as shall be set by the Board of Directors.

2.2 SPECIAL MEETING. Special meetings of the members for any purpose or purposes may be called at any time by the Board of Directors to be held at such time and place as the Board of Directors may prescribe. Any three (3) members, upon written request therefore to the Secretary, may call a special meeting of the membership. Notice of special meetings stating the purposes thereof shall be given by the Secretary to all members in the same manner as notice given of the annual meeting.

It shall be the duty of the Secretary to call a special meeting of the members to be held at the time and place fixed by the Board of Directors, or if such time and place be not fixed, then at the registered office of the Association, at a time not less than ten (10) nor more than fifty (50) days after receipt of request to issue such call, the director(s) or member(s) making the request may do so.

2.3 NOTICE OF MEETINGS. Notice of the annual meeting of the members shall be required. Notice of all meetings of the members shall be in writing, stating the time, place, and purpose of such meeting and shall be given to all members of record entitled to vote at such meeting at least ten (10) days prior to the day named for the meeting. If the written notice is placed in the United States mail, postage prepaid, and addressed to a member at his last known post office address at least ten (10) days before the date of meeting, notice shall be deemed to have been given to him.

2.4 MEMBERSHIP AND VOTING RIGHTS. The Association shall have two (2) classes of voting membership:

CLASS A: Class A membership shall be owners with the exception of the Declarant and shall be entitled to one vote for each full 1,000 square feet of land area in the Lot owned. When more than one person holds any interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised among them as they among themselves determine, but in no event shall more than one vote per 1,000 square feet of land area be cast with respect to any Lot.

CLASS B: Class B Member(s) shall be the Declarant (as defined in the Declaration). Class B membership shall be entitled to five (5) votes for each full 1,000 square feet of land area in the Lot owned. The Class B membership shall cease and be converted into Class A membership on the happening of the following events, whichever occurs earlier: (1) when the

total votes in the Class A membership equal or exceed the total votes outstanding in the Class B membership, or (2) on or before January 1, 2003.

2.5 WAIVER OF NOTICE. A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be the equivalent to giving such notice.

2.6 ADJOURNED MEETINGS. An adjournment or adjournments of any members' meeting may be taken to such time and place as those present may determine without due notice being given, whether by reason of failure of a quorum to attend or otherwise, but any meeting at which directors are to be elected shall be adjourned only from day to day until such directors are elected, and in the case of any meeting which is adjourned because of failure of a quorum to attend, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purposes of electing directors.

2.7 QUORUM. The presence in person or by proxy of a majority of the voting power of all members shall constitute a quorum for the transaction of business at a members' meeting; provided, however, members may vote by mail for the election of directors or officers or on any other proposals submitted to the members if the name of each candidate and/or the text of each proposal to be voted on is set forth in and accompanying writing or contained in the notice of meeting. Persons voting by mail shall be deemed present for the purposes of a quorum, count of votes and percentages of total voting power.

2.8 OUT-OF-STATE MEETINGS. Meetings of the members of the Association may be held without the state of incorporation when so directed by a proper resolution of the Board of Directors, acquiesced to in writing by the owners or holders of two-thirds (2/3) of the outstanding stock of the Association entitled to vote at said meetings.

2.9 ACTION BY MEMBERS WITHOUT A MEETING. Any action required or which may be taken at a meeting of members of the Association may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as an unanimous vote of members.

2.10 ACTION OF MEMBERS BY COMMUNICATIONS EQUIPMENT. Members may participate in a meeting of members by means of a conference telephone or similar communications equipment by means which all persons participating in the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at a meeting.

2.11 BUSINESS. Business transacted at all special meetings shall be confined to objects stated in the call.

2.12 MAJORITY VOTE GOVERNS. When a quorum is present at any meeting, the vote of the holders of a majority of the voting rights as defined in Paragraph 2.4, present in person or represented by proxy at said meeting, shall decide any question brought before the meeting, unless the question is one upon which, by express provision of the statutes of the State of Washington, the Articles of Incorporation or these By-Laws, a different vote is required, in which case the express provision shall govern and control the decision of such question.

ARTICLE III - BOARD OF DIRECTORS

3.1 NUMBER AND QUALIFICATIONS. The business affairs and property of the Association shall be managed by a Board of not less than three (3) Directors, provided that during such times as there shall be fewer than three (3) members, the Association may be managed by a Board consisting of the number of such members. The specific number for any year, if less than three (3), shall be fixed by the members at the annual meeting, or at any other meeting held for the purpose of electing a director or directors. Directors need not be members of the Association.

3.2 ELECTION OF DIRECTORS; NOMINATING COMMITTEE; ELECTION COMMITTEE. The Directors shall be elected by the members at each annual meeting of the members, to hold office until the next annual members' meeting and until his respective successor is elected and qualified. In the event of failure to hold an election of Directors at any annual members' meeting, or in the event of failure to hold any annual members' meeting, as provided in these By-Laws, election of Directors may be held at a special meeting of the members called for that purpose. Election of the Board of Directors shall be by written ballot as hereinafter provided at such election, the members or their proxies may cast, in respect of each vacancy as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to BURLINGTON HILL BUSINESS PARK OWNERS' ASSOCIATION. The names receiving the largest number of votes shall be elected.

3.2.1 NOMINATIONS. Nominations for election of Board of Directors shall be by a nominating committee which shall be one of the standing committees of the Association. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

The nomination committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members as the committee in its discretion shall determine. Nominations shall be placed on a written ballot as provided in Section 3.2.3 for the mailing of such ballots to members.

3.2.2 ELECTIONS. All elections to the Board of Directors shall be made on written ballots which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the nominating committee for such vacancies; and (c) contain a space for a write-in vote by the members for each vacancy. Such ballots shall be prepared and mailed by the secretary to the members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or special meeting called for elections).

3.2.3 BALLOTS. Each member shall receive as many ballots as he has votes, as defined in Paragraph 2.4. The completed ballots shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Such "Ballot" envelope shall be placed in another sealed envelope which will bear on its face the name and signature of the member or his proxy, the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the ballot or ballots contained therein. The ballots shall be returned to the secretary at the address designated in the ballot.

3.2.4 RECEIPT. Upon receipt of each return, the secretary shall immediately place it in a safe or other locked place until the day set for the annual or other special meeting at which the elections are to be held. On that day, the external envelopes containing the "Ballot" envelopes shall be turned over, unopened, to an election committee which shall consist of three (3) members appointed by the Board of Directors. The election committee shall then adopt a procedure which shall: (a) establish that the number of envelopes marked "Ballot" correspond to the number of votes allowed to the member or his proxy identified on all the outside envelopes containing them; and (b) that the signature of the member or his proxy on the outside envelope is genuine; and (c) if the vote is by proxy, that the proxy has been filed with the secretary and that such proxy is valid. Such procedure shall be taken in such manner that the vote of any member or his proxy shall not be disclosed to anyone, even the election committee. The outside envelopes shall thereupon be placed in a safe or other locked place and the election committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes.

Immediately after the announcement of the results, unless a review of the procedure is demanded by the members present, the ballots and the outside envelopes shall be destroyed.

3.3 CHANGE OF NUMBER. The number of Directors may, at any time, be increased or decreased by the members or directors at any annual or special meeting provided that no decrease shall have the effect of shortening the term of any incumbent Director except as provided in paragraphs 3.4 and 3.5 hereunder.

3.4 VACANCIES. Except as otherwise provided by law, vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, may be filled by a majority of the remaining Directors attending the meeting of the Board of Directors, if notice shall have been given to all of the remaining Directors that such vacancy would be filled at the meeting. A Director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified.

3.5 REMOVAL OF DIRECTORS. At a meeting of members called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed by a vote of the holders of a majority of the votes then entitled to vote at an election of such Directors. If less than the entire Board of Directors is to be removed, no one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at the election of the entire Board of Directors or if there be classes of Directors, at an election of the class of Directors of which he is a part.

3.6 ANNUAL MEETING. The first meeting of each newly elected Board of Directors shall be known as the annual meeting thereof, and shall be held immediately after the annual members' meeting or any special members' meeting at which the Board of Directors is elected. Said meeting shall be held at the same place as the members' meeting unless some other place shall be specified by resolution of the members.

3.7 REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at any place and at such time as shall from time to time be fixed by resolution of the Board.

3.8 SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any place and at any time, whenever called by the President, Vice President, Secretary, or Treasurer, or any three (3) or more Directors.

3.9 NOTICE OF MEETING. No notice of the annual meeting of the Board of Directors shall be required. Notice of the time and place of a special meeting of the Board of Directors shall be given by the Secretary or by the person calling the meeting, by mail, telegram, personal communication, or otherwise, at least three (3) days prior to the date upon which the meeting is to be held and provided that no notice of any regular meeting need be given if the time and place thereof shall have been fixed by resolution of the Board of Directors and a copy of the resolution has been mailed to each Director at least three (3) days prior to the first meeting held in pursuance thereof.

3.10 WAIVER OF NOTICE. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be the equivalent to giving or notice.

3.11 REGISTERED DISSENT. A Director who is present at a meeting of the Board of Directors at which action on an Association matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.12 QUORUM. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

3.13 ACTION BY DIRECTORS WITHOUT A MEETING. Any action required or which may be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, shall be signed by all the Directors, or all of the members of the Committee, as the case may be. Such consent shall have the same effect as an unanimous vote.

3.14 ACTION OF DIRECTORS BY COMMUNICATIONS EQUIPMENT. Any action required or which may be taken at a meeting of Directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

3.15 ADDITIONAL POWERS. In addition to the aforesaid powers and duties, the Board of Directors shall have the power to:

- (a) Fix the amount of the annual assessment of each lot at least thirty (30) days in advance of each annual assessment, provided that the limitations for the first sixty (60) months, as set out in the Declarations of Covenants are adhered to.
- (b) Send written notice of such assessment to each owner subject thereto at least thirty (30) days in advance of the commencement of each annual assessment period;
- (c) Foreclose a lien against any property for which any assessments are not paid within thirty (30) days after due date and bring an action at law against the owner personally obligated to pay the same;
- (d) Issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate shall be conclusive of such payment;
- (e) Procure and maintain adequate liability insurance on property owned by the Association.

ARTICLE IV - OFFICERS

4.1 OFFICERS ENUMERATED: ELECTION. The officers of the Association shall be a President, a Vice President, a Secretary, and such assistant secretaries as the Board may designate, and a Treasurer, all of whom shall be elected by the Board of Directors at the annual meeting thereof, to hold office for the term of one (1) year, and until their successors are elected and qualified.

4.2 QUALIFICATIONS. None of these officers of the Association except the President need be a Director. Any two or more offices may be held by the same person, except the offices of President and Secretary, except that when all of the voting rights of the Association are held by one member, one person may hold all or any combination of offices.

4.3 PRESIDENT. The President must be a Director of the Association. He shall exercise the usual executive powers pertaining to the office of President. He shall preside at the meetings of the Board of Directors and of members.

4.4 VICE PRESIDENT. The Vice President shall have such powers and perform such duties as may be assigned to him from time to time by the Board of Directors. The Vice President shall be vested with the powers and perform the duties of the President in the absence of the President or during his incapacity.

4.5 SECRETARY AND ASSISTANT SECRETARIES. It shall be the duty of the Secretary to keep the records of the proceedings of the Directors and members, to maintain records of members, and when requested by the President to do so, to sign and execute with the President all deeds,

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bonds, contracts, and other obligations or instruments in the name of the Association, to keep the corporate seal and affix same (if applicable), and to perform such other duties as the Board of Directors may from time to time designate. The assistant secretary or assistant secretaries in the order designated by the Board of Directors shall perform all duties of the Secretary during the absence or disability of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

4.6 TREASURER. The Treasurer shall have the care and custody and be responsible for all funds and securities of the Association and shall keep regular books of account. He shall deposit all funds and other valuable effects in the name of the Association in such depositories as may be designated by the Board of Directors. In general, he shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be designated by the Board of Directors.

4.7 OTHER OFFICERS AND AGENTS. The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their office for such term and shall exercise such power and perform such duties as shall be determined from time to time by the Board.

4.9 REMOVAL OF OFFICERS. Any officer elected or appointed may be removed by the Board of Directors by the affirmative vote of a majority of the whole Board of Directors whenever in its judgment the best interests of the Association will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed; provided, that election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE V - COMMITTEES

5.1 STANDING COMMITTEES. The standing committees of the Association shall be as follows: The Nominations Committee; the Maintenance Committee; the Architectural Committee; the Publicity Committee; and the Audit Committee. Unless otherwise provided herein, each committee shall consist of a chairman and two (2) or more members and shall include a member of the Board of Directors, who shall be appointed to serve from annual meeting until the close of the following annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

5.2 NOMINATIONS COMMITTEE. The Nominations Committee shall have the duties and functions described in Article III of these By-Laws.

5.3 MAINTENANCE COMMITTEE. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the common properties and facilities of the Association, as shall perform such other functions as the Board, in its discretion, determines.

5.4 THE ARCHITECTURAL COMMITTEE. The Architectural Committee shall have the duties and functions described in Article IV, "Declaration of Covenants and Restrictions" applicable to Burlington Hill Business Park. It will watch for any proposals, programs, or activities which may adversely affect the industrial value of Burlington Hill Business Park and shall advise the Board of Directors regarding Association action on such matters.

5.5 PUBLICITY COMMITTEE. The Publicity Committee shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interest of the Association.

5.6 AUDIT COMMITTEE. The Audit Committee shall supervise the annual audit of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular annual meeting. The Treasurer shall be an ex officio member of this committee.

5.7 It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE VI - PROXIES

At all corporate meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his property in Burlington Hill Business Park.

ARTICLE VII - ASSESSMENTS

Each member is obligated to pay the Association annual or special assessments which are secured by a continuing lien against the property against which any assessment is made. Any assessments which are not paid when due shall be delinquent. If an assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at a rate of twelve percent (12%) per annum, but the Association may bring action of law against the owner personally obligated to pay same or foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of any such assessment. No owner may waive or otherwise escape liability for assessments provided herein by non-use or abandonment of his lot. The annual assessment shall be **Four Dollars (\$4.00)** for each full 1,000 square feet of land area owned. Dues shall be paid annually on January 15th of each calendar year, and shall be pro-rated during the year of purchase and paid at the time of purchase.

ARTICLE VIII - CORPORATE SEAL

The seal of the Association shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the Association.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify each person who is or was an officer, director, agent or employee of the Association and each person who, while an officer or director, has served or is now serving at the request of the Association as an officer, director, partner, trustee, employee or agent of an employee benefit plan or of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by RCW 23A.08.025, RCW 23A.08.026 or as otherwise permitted by the Washington Business Corporation Act or Title 30, RCW, each as amended from time to time. The Board may, at any time approve indemnification of any other person which the Association has the power rights to which a person may be entitled as a matter of law or by contract or by vote of the Board or the members. The Association may purchase and maintain indemnification insurance for any person to the extent provided by applicable law. Any indemnification of a director pursuant to this Article, including any payment or reimbursement of expenses, shall be reported to the members with the notice of the next meeting of members or prior thereto in a written report containing a brief description of the proceedings involving the director being indemnified and the nature and extent of such indemnification.

ARTICLE X - AMENDMENT OF BY-LAWS

10.1 BY THE MEMBERS. These By-Laws may be amended at any regular or special meeting of the members by an affirmative vote of a majority of a quorum of the members present in person or by proxy and/or by including ballots by mail as provided in the Articles of Incorporation.

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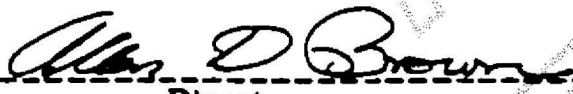
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10.1 BY DIRECTORS. The Board of Directors shall have the power to make, alter, amend and repeal the By-Laws of this Association. However, any such By-Laws or any alterations, amendments, or repeal of the By-Laws, may be changed or repealed by a majority of the votes at any member's meeting.


ARTICLE XI - FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January, and end on the 31st day of December every year except that the first fiscal year shall begin with the date of incorporation.


IN WITNESS WHEREOF, the undersigned, being all of the Directors of the Association, do hereby certify that the foregoing are the By-Laws adopted as the By-Laws of the said Association and ordered certified and filed with the minute book of the Association by unanimous vote of all of the Directors at a meeting of the Directors, held on the 20 day of October, 1997.



, Director



, Director



, Director